



Office of the Secretary

UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
WASHINGTON, D.C. 20580

June 15, 2005

David S. Neill, Esq.  
Nelson O. Fitts, Esq.  
Wachtel, Lipton, Rosen & Katz  
51 West 52<sup>nd</sup> Street  
New York, NY 10019

Re: *In the Matter of Omnicare, Inc./NeighborCare, Inc.*  
*FTC File No. 041 0146*

Dear Messrs. Neil and Fitts:

The Federal Trade Commission has been conducting a nonpublic investigation to determine whether the acquisition of NeighborCare, Inc. by Omnicare, may violate Section 7 of the Clayton Act or Section 5 of the Federal Trade Commission Act.

Upon reviewing this matter, it now appears that no further action is warranted by the Commission at this time. Accordingly, the investigation has been closed. This action is not to be construed as a determination that a violation may not have occurred, just as the pendency of an investigation should not be construed as a determination that a violation has occurred. The Commission reserves the right to take such further action as the public interest may require.

By direction of the Commission.

Donald S. Clark  
Secretary